

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



| OMB Nui | m <u>ber:</u> | 3235-0 | <u>1076</u> | | | | | |
|---------------|---------------|-----------|-------------|--|--|--|--|--|
| Expires: | Apri | 30,200 | 80 | | | | | |
| Estimate | d averag | je burden | | | | | | |
| hours pe | r respon | se 10 | 6.00 | | | | | |
| | | | , | | | | | |
| SEC | CUSEC | NLY | | | | | | |
| Prefix | | Serial |] | | | | | |
| | | | | | | | | |
| DATE RECEIVED | | | | | | | | |
| | | | | | | | | |

| Name of Offering (check if this is an amendment and name ha | s changed, and indicate change.) | | | | | | |
|--|--|--|--|--|--|--|--|
| Flexible Premium Variable Universal Group Life Insurance Policy | -PPL1342 FECEIVED CO | | | | | | |
| Filing Under (Check b ox(es) that apply): Rule 504 Rule | 505 Rule 506 Section 4(6) | | | | | | |
| Type of Filing: New Filing Amendment | 1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 | | | | | | |
| A. BASIC IDENTIFICATION DATA | | | | | | | |
| 1. Enter the information requested about the issuer | | | | | | | |
| Name of Issuer (check if this is an amendment and name has c | hanged, and indicate change.) | | | | | | |
| Nationwide Private Placement Variable Account | | | | | | | |
| Address of Executive Offices (Number and Street, City, S | State, Zip Code) Telephone Number (Including Area Code) | | | | | | |
| One Nationwide Plaza, Columbus, OH 43215 | (614) 249-7111 | | | | | | |
| Address of Principal Business Operations (Number and Street, Code) (if different from Executive Offices) | City, State, Zip Telephone Number (Including Area Code) | | | | | | |
| Brief Description of Business | | | | | | | |
| Variable Insurance Products | | | | | | | |
| Type of Business Organization | | | | | | | |
| corporation limited partnership, already formed | other (please specify) | | | | | | |
| business trust limited partnership, to be formed | Insurance Company Separate Account | | | | | | |
| Year Actual or Estimated Date of Incorporation or Organization | Month Year | | | | | | |
| | [05] [98] Actual Estimated | | | | | | |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. CN for Canada; FN | S. Postal Service abbreviation for State: I for other foreign jurisdiction) [O] [H] | | | | | | |

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.



This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Director General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Alutto, Joseph A. Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 Beneficial Owner Check Box(es) that Apply: Promoter Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Brocksmith, Jr. James G. Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Eckel, Keith W. Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Mille de Lombera, Martha J.

Business or Residence Address (Number and Street, City, State, Zip Code)

One Nationwide Plaza, Columbus, OH 43215

| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
|--|--|---|---|---|
| Full Name (Last name first, if individual) Jurgensen, W.G. | | | | |
| Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 43215 | | Code) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) Marshall, Lydia M. | | ., | | |
| Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 43215 | | Code) | | |
| Check Box(es) that Apply: Promoter | Beneficial Owner | Executive Officer | Director | General and/or Managing Partner |
| Full Name (Last name first, if individual) McWhorter, Donald L. | | | | |
| Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 43215 | | Code) | | |
| (Use blank sheet, | or copy and use addition | onal copies of this sheet, | as necessary) | |
| | B. INFORMATION | ABOUT OFFERING | | |
| Has the issuer sold, or does the issue What is the minimum investment the Does the offering permit joint owne Enter the information requested for indirectly, any commission or similar sales of securities in the offering. If or dealer registered with the SEC and more than five (5) persons to be listed forth the information for that broker Full Name (Last name first, if individual) | Answer also in Appe at will be accepted frrship of a single unit each person who has ar remuneration for s a person to be listed id/or with a state or sed are associated person as well as to be a sed are associated person to be listed id/or with a state or sed are associated person to be a sed are associated person to be a sed are a sed a | ndix, Column 2, if fill from any individual?? | or given, directers in connection or agent of a the broker or | DE. S100,000 S100,000 Stly or Sion with a broker dealer. If |
| Allen, Eddie Business or Residence Address (Number and | Street City State Zin | Code) | | |
| 300 International Parkway, Suite 270, Heathre Name of Associated Broker or Dealer | | | | |
| Newport Group Securities States in Which Person Listed Has Solicited of (Check "All States" or check individual | | | | All States |
| AL AK AZ AR | CA CO | CT | C FL | GA HI ID |
| IL IN IA KS | KY LA | ME MD M | A MI | MN MS MO |
| MT NE NV NH | NJ NM | NY NC NI | ОН | OK OR PA |
| RI SC SD TN | TX: UT | VT VA W | A WV | WI WY PR |

| Full Name (Last name first, if individual) | | | | *** **** · · · · | | | | |
|---|---|---------|---------|------------------|--|--|--|--|
| Business or Residence Address (Number a | nd Street, City, State, Zip Code) | | | | | | | |
| Name of Associated Broker or Dealer | | | | | | | | |
| States in Which Person Listed Has Solicite (Check "All States" or check ind | ed or Intends to Solicit Purchasers ividual States) | | | All States | | | | |
| AL AK AZ AR | CA CO CT | DE DC 1 | FL GA | HI ID | | | | |
| IL IN IA KS | KY LA ME | MD MA | MI MN | MS MO | | | | |
| MT NE NV NH | NJ NM NY | NC ND | ОН ОК | OR PA | | | | |
| RI SC SD TN | TX UT VT | VA WA | WV | WY | | | | |
| Full Name (Last name first, if individual) Business or Residence Address (Number a | nd Street, City, State, Zin Code) | | | | | | | |
| Name of Associated Broker or Dealer | | | | | | | | |
| States in Which Person Listed Has Solicite | States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | |
| AL AK AZ AR | CA CO CT | DE DC | FL GA | HI ID | | | | |
| IL IN IA KS | KY LA ME | MD MA | MI MN | MS MO | | | | |
| MT NE NV NH | NJ NM NY | NC ND | ОН ОК | OR PA | | | | |
| RI SC SD TN | TX UT VT | VA WA | wv wi | WY | | | | |

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I | ROCEEDS | |
|----|---|-----------------------------|-------------------------|
| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security | Aggregate Offering Price | Amount Already Sold |
| | Debt | \$ | \$ |
| | Equity | \$ | \$ |
| | Common Preferred | • | • |
| | Convertible Securities (including warrants) | \$ | \$ \$ |
| | Other (Specify: Variable Life Insurance | \$ <u>5,222,441</u> | \$2,352,034 |
| | Policy) | | |
| | Total | \$5,222,441 | \$2,352,034 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. | Enter the number of accredited and non-accredited investors who have | | |
| | purchased securities in this offering and the aggregate dollar amounts of | | |
| | their purchases. For offerings under Rule 504, indicate the number of | | |
| | persons who have purchased securities and the aggregate dollar amount of | | |
| | their purchases on the total lines. Enter "0" if answer is "none" or "zero." | NI | A |
| | | Number Investors | Aggregate Dollar Amount |
| | | IIIVESTOIS | Of Purchases |
| | Accredited Investors | 1 | \$2,352,034 |
| | Non-accredited Investors | | \$ |
| | Total (for filings under Rule 504 only) | 1 | \$2,352,034 |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. | | |
| | | Type of | Dollar Amount |
| | Type of Offering | Security | Sold |
| | Rule 505 | | \$ |
| | Regulation ARule 504 | | \$ |
| | Total | | \$ |
| 4. | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees. | | S |
| | Printing and Engraving Costs | H | \$ |
| | Legal Fees | H | \$ |
| | Accounting Fees. | H | \$ |
| | Engineering Fees. | H | \$ |
| | Sales Commissions (specify finder's fees separately) | H | \$323,405 |
| | Other Expenses (identify) | Ħ | \$ |
| | Total | Ħ | \$ |
| | LOWIN | ш | <u> </u> |

b. Enter the difference between the aggregate offering price given in

| • | Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above. | | - |
|---|---|--|----------------------|
| | | Payments to Officers, Directors, & Affiliates | Payments t Others |
| | Salaries and fees | \$ | s |
| | Purchase, rental or leasing and installation of machinery | □3 | |
| | and equipment | □s | \$ |
| | Construction or leasing of plant buildings and facilities | S | \$ |
| | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets | <u></u> \$ | <u>\$</u> |
| | or securities of another issuer pursuant to a merger) | \$ | \$ |
| | Working capital | \$ | s |
| | Other (specify): | s | s |
| | | | \$ |
| | Column Totals | \$ | \$ |
| | Total Payments Listed (column totals added) | \$ | |
| | | | |
| | D. FEDERAL SIGNATURE | | |

U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Nationwide Private Placement Signature Date Variable Account Name of Signer (Print or Type) Title of Signer (Print or Type) Senior Vice President Troy Anderson

| | response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." | | \$4,899,036 |
|----|---|--|-----------------------|
| 5. | Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above. | | - |
| | | Payments to Officers, Directors, & Affiliates | Payments to Others |
| | Salaries and fees | <u></u> | <u></u> s |
| | Purchase of real estate Purchase, rental or leasing and installation of machinery | | |
| | and equipment | <u></u> | \$ |
| | Construction or leasing of plant buildings and facilities | \$ | \$ |
| | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets | <u></u> \$ | <u></u> \$ |
| | or securities of another issuer pursuant to a merger) | □s | \$ |
| | Working capital | □s | \$ |
| | Other (specify): | | <u></u> \$ |
| | | s | s |
| | Column Totals | s | s |
| | Total Payments Listed (column totals added) | \$ | |
| | | | |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| Issuer (Print or Type) Nationwide Private Placement Variable Account | Signature Chile | Date January 23, 2006 |
|--|---|--------------------------|
| Name of Signer (Print or Type) Troy Anderson | Title of Signer (Print or Type) Senior Vice President | |

ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | E. STATE SIGNATURE | | | | | | | | |
|----------------|---|--|--|--|--|--|--|--|--|
| 1. | Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule? | | | | | | | | |
| | See Appendix, Column 5, for state response. | | | | | | | | |
| 2. | The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law. | | | | | | | | |
| 3. | The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. | | | | | | | | |
| 4. | The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. | | | | | | | | |
| The issuer has | read this notification and knows the contents to be true and has duly caused this notice to be signed on | | | | | | | | |
| | ne undersigned duly authorized person. | | | | | | | | |

Date

January 23, 2006

Instruction:

Issuer (Print or Type)

Variable Account

Troy Anderson

Nationwide Private Placement

Name of Signer (Print or Type)

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Title of Signer (Print or Type)

Senior Vice President

Signature

| | APPENDIX | | | | | | |
|---|--|--|---|--|--|--|--|
| 1 | 2 | 3 | 4 | 5 | | | |
| | Intended to sell to non-accredited investors in State (Part B-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item2) | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | | |

| State | Yes | - No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
|-------|-----|------|---|--------------------------------------|-----------|--|-----------|-----|----|
| AL | | | | | | | | | |
| AK | | | | | | | | | |
| AZ | ĪΠ | | | | | | | 十一一 | |
| AR | | | | | | | F. (40.4) | 十一一 | |
| CA | | | | | | | | | |
| CO | | | | | | | | | |
| CT | | | | | | | | | |
| DE | | | Variable Life Insurance 5,222,441 | 1 | 2,352,034 | | | | |
| DC | | | | | | | | | |
| FL | | | | | | | | | |
| GA | | | | | | | | | |
| HI | | | | | | | | | |
| ID | | | | | | | | | |
| IL | | | | | | | | | |
| ΙN | | | | | | | | | |
| ΙA | | | | | | | | | |
| KS | | | | | | | | | |
| KY | | | | | | | | | |
| LA | | | | | | | | | |
| ME | | | | | | | | | |
| MD | | | | | | | | | |
| MA | | | | | | | | | |
| MI | | | | | | | | | |
| MN | | | | | | | | | |
| MS | | | | | | | | | |
| MO | | | | | | | | | |
| MT | | | | | | | | | |
| NE | | | | | | | | | |
| NV | | | | | | | | | |
| NH | | | | | | | | | |
| NJ | | | | | | | | | |
| | | | | | | | | | |
| NY | | | | | | | | | |
| NC | | | | | | | | | |
| ND | | | | | | | | | |
| OH | | | | | | | | | |
| OK | | | | | | | | | |
| OR | | | | | | | | | |

| | APPENDIX | | | | | |
|---|--|--|---|--|--|--|
| 1 | 2 | 3 | 4 | 5 | | |
| | Intended to sell to non-accredited investors in State (Part B-Item 1) | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item2) | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |

| | Ų. | ~ No | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | |
|----|----|------|--------------------------------|--------|--|--------|--|
| PA | | | | | | | |
| RI | | | | | | | |
| SC | | | | | | | |
| SD | | | | | | | |
| TN | | | | | | | |
| TX | | | | | | | |
| UT | | | | | | | |
| VT | | | | | | | |
| VA | | | | | | | |
| WA | | | | | | | |
| WV | | | | | | | |
| WI | | | | | | | |
| WY | | | | | | | |
| PR | | | | | | | |
| | | | | | | | |

| Check Box(es) that Apply: Promoter Beneficial Owner Executive Office | er 🛮 Director | General and/or Managing Partner | | | | | | | | |
|---|----------------------|---------------------------------|--|--|--|--|--|--|--|--|
| Full Name (Last name first, if individual) Miller, David O. | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | | | | |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Office | er 🛛 Director | General and/or Managing Partner | | | | | | | | |
| Full Name (Last name first, if individual) Patterson, James F. | ******* | <u> </u> | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | | | | |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Office | er \(\sum \)Director | General and/or Managing Partner | | | | | | | | |
| Full Name (Last name first, if individual) Prothro, Gerald D. | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | | | | |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Office | er 🛮 Director | General and/or Managing Partner | | | | | | | | |
| Full Name (Last name first, if individual) Shisler, Arden L. | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215 | | | | | | | | | | |
| Check Box(es) that Apply: Promoter Beneficial Owner Executive Office | er 🛮 Director | General and/or Managing Partner | | | | | | | | |
| Full Name (Last name first, if individual) | | | | | | | | | | |
| Shulmate, Alex | | | | | | | | | | |

Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215